

RECORDATION NO. **27218-A** FILED
OCT 30 '07 -12 00 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

October 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of October 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27218.

The names and addresses of the parties to the enclosed document are:

Assignor:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Assignee:	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 19890

Mr. Vernon A. Williams
October 30, 2007
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A description of the railroad equipment covered by the enclosed document is:

100 hopper cars: TILX 639143 - TILX 639172, TILX 639763 - TILX 639797 and TILX 641514 - TILX 541548.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, sweeping flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of October 30, 2007 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of October 30, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: [Signature]
Name: **Jose Paredes**
Title: **Assistant Vice President**

TRINITY INDUSTRIES LEASING COMPANY


By: _____
Name: _____
Title: _____

Executed on this 26th day of October, 2007

Executed on this ____ day of _____, 2007

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

et my hand and official seal on the date



Name _____

My Commission Expires **JACQUELINE SOLONE**
Residing in **Notary Public - State of Delaware**
My Comm. Expires March 28, 2011

[Memorandum of Assignment and Assumption Agreement]


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name: _____
Title: _____

**TRINITY INDUSTRIES LEASING
COMPANY**

By:  _____
Name: Eric Haverstick
Title: Vice President

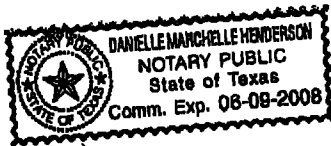
Executed on this ____ day of _____, 2007

Executed on this 29th day of October, 2007

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of October 2007, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on October 29, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/7/08
Residing in Cedar Hill TX


EXHIBIT A

One Hindered (100) units identified with marks TILX 639143 – TILX 639172, TILX 639763 – TILX 639797 and TILX 641514 – TILX 641548 leased pursuant to Rider Seven (7), as amended by that certain Amendment No. 1 to Rider Seven (7) effective April 4, 2007, to that certain Railroad Car Lease Agreement dated December 1, 2006 between Trinity Industries Leasing Company and VeraSun Marketing, LLC.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/30/07



Robert W. Alvord